

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

-----X

In re: PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of Case No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.* (Jointly Administered)

Debtors.¹

-----X

In re: PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of Case No. 17 BK 3567-LTS

PUERTO RICO HIGHWAYS & TRANSPORTATION
AUTHORITY,

Debtor.

-----X

**COVER SHEET TO TWENTY-SECOND MONTHLY FEE APPLICATION OF
O'NEILL & BORGES LLC FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS TO
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO
RICO, AS REPRESENTATIVE OF DEBTOR, PUERTO RICO HIGHWAYS &
TRANSPORTATION AUTHORITY FOR THE PERIOD OF
FEBRUARY 1, 2019 THROUGH FEBRUARY 28, 2019**

¹ The Debtors in these Title III Cases, along with each Debtor's respective title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four (4) Digits of Federal Tax ID: 3747).

Name of applicant	O'Neill & Borges LLC ("O&B")
Authorized to provide professional services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to PROMESA Section 315(b)
Time period covered by this application:	February 1, 2019 through February 28, 2019
Amount of compensation sought as actual, reasonable and necessary:	\$410.40
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$0.00
Total amount for this invoice:	\$410.40

This is a: X monthly ___ interim ___ final application

This is O&B's twenty-second monthly fee application in these cases.

Principal Certification

I hereby authorize the submission of this Monthly Fee Statement for February 2019.

/s/ Jaime A. El Koury

Jaime A. El Koury

General Counsel to the Financial Oversight and
Management Board for Puerto Rico

On June 27th, 2019 sent to:

Counsel for the Oversight Board:

Proskauer Rose LLP
Eleven Times Square
New York, NY 10036
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mbienenstock@proskauer.com
Ehud Barak, Esq., ebarak@proskauer.com

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Suzanne Uhlund, Esq., suhland@omm.com
Diana M. Pérez, Esq., dperez@omm.com

Counsel for PR Fiscal Agency and Financial Advisory Authority:

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Carolina Velaz-Rivero, Esq., cvelaz@mpmlawpr.com

Office of the United States Trustee District of PR:

Edif. Ochoa, 500 Tanca Street, Suite 301
San Juan, PR 00901
Re: In re: Commonwealth of Puerto Rico

Counsel for the Official Committee of Unsecured Creditors:

Paul Hastings LLP
200 Park Avenue
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Attn: Luc. A. Despina, Esq.,
lucdespins@paulhastings.com

Casillas, Santiago & Torres, LLC
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Alberto J.E. Añeses Negrón, Esq., aaneses@cstlawpr.com

Counsel for the Official Committee of Retired Employees:

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Hato Rey, PR 00918
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Attn: Catherine Steege, Esq., csteegen@jenner.com
Melissa Root, Esq., mroot@jenner.com

PR Department of Treasury:

PO Box 9024140
San Juan, PR 00902-4140
Attn: Reylam Guerra Goderich, Deputy Assistant of
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Omar E. Rodríguez-Pérez, CPA, Assistant
Secretary of Central Accounting,
Rodriguez.Omar@hacienda.pr.gov
Angel L. Pantoja-Rodríguez Deputy Assistant Secretary
of Internal Revenue and Tax Policy
angel.pantoja@hacienda.pr.gov
Francisco Parés-Alicea, Assistant Secretary of Internal
Revenue and Tax Policy,
Francisco.pares@hacienda.pr.gov
Francisco Pena Montanez, CPA, Assistant Secretary of
the Treasury, Francisco.Pena@hacienda.pr.gov

Counsel for the Fee Examiner:

EDGE Legal Strategies, PSC
252 Ponce de León Av, Citibank Tower, 12th Floor
San Juan, PR 00918
Attn: Eyck O. Lugo, Esq., elugo@edgelegalpr.com

Godfrey & Kahn, S.C.
Onee East Main Street, Suite 500
Madison, WI 53703
Attn: Katherine Stadler, KStadler@gklaw.com

<u>HTA TITLE III</u>					
<u>Summary of Legal Fees for the Period February 1 through February 28, 2019</u>					
Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Hermann D. Bauer	Member	Litigation	\$ 305.00	1.20	\$ 366.00
Daniel J. Perez Refojos	Associate	Litigation	\$ 190.00	0.40	\$ 76.00
Milagros Marcano Baez	Paralegal	Litigation	\$ 140.00	0.10	\$ 14.00
	Totals			1.70	\$ 456.00
	Less: 10% Courtesy discount				\$ (45.60)
SUMMARY OF LEGAL FEES					\$ 410.40
<u>HTA TITLE III</u>					
<u>Summary of Disbursements for the Period February 1 through February 28, 2019</u>					
Description - Expenses			Amounts		
			\$		-
	Totals				\$ -
SUMMARY OF DISBURSEMENTS					\$ -

<u>HTA TITLE III</u>			
<u>Summary of Legal Fees for the Period February 1 through February 28, 2019</u>			
Task Code	Matter Description	Total Billed Hours	Total Fees Requested
206	Documents Filed on Behalf of the Board	0.60	\$ 137.00
208	Stay Matters	0.40	\$ 122.00
209	Adversary Proceeding	0.60	\$ 183.00
219	Docketing	0.10	\$ 14.00
			\$ 456.00
	Less: 10% Courtesy Discount		\$ (45.60)
	TOTALS	1.70	\$ 410.40

O&B requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$369.36, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$0.00) in the total amount of \$369.36.

Professional Certification

I hereby certify that no public servant of the Department of Treasury is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the authorized representatives of the Financial Oversight and Management Board for Puerto Rico. The amount of this invoice is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, O'Neill & Borges LLC does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

s/Ubaldo M. Fernández
Ubaldo M. Fernández
O'Neill & Borges LLC
250 Muñoz Rivera Ave., Ste. 800
San Juan, PR 00918-1813
Tel: (787) 282-5786
Fax: (787) 753-8944

Exhibit A

O'NEILL & BORGES LLC

250 CAYE MUNOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

FOMB IN RE HTA TITLE III

March 5, 2019
Bill #: 345586
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
February 28, 2019:

Client.Matter: P1703 - 0

RE: GENERAL

Total Professional Services	\$ 160.00
Less Discount	<u>\$ -16.00</u>
Net Professional Services	\$ 144.00
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 144.00

O'NEILL & BORGES LLC

Client.Matter: P1703 . 0

RE: GENERAL

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
2/08/19	HDB	208	Review query by Steve Ma regarding Vazquez Velazquez Stay Relief Notice. (.20) Review analysis of underlying claim. (.10) Draft e-mail to C. George. (.10)	.40	305.00	122.00
2/14/19	DJP	206	File the Joint Status Report in response to Court order, through the Court's electronic filing system in case 17-3567.	.20	190.00	38.00

TOTAL PROFESSIONAL SERVICES \$ 160.00

Less Discount \$ -16.00

NET PROFESSIONAL SERVICES: \$ 144.00

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
HERMANN BAUER	.40	305.00	122.00
DANIEL J. PEREZ REFOJOS	.20	190.00	38.00
Total	.60		\$ 160.00

TOTAL THIS INVOICE

\$ 144.00

O'NEILL & BORGES LLC

250 CAYE MONOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 7 64-8181
FAX (787) 753-8944

FOMB IN RE HTA TITLE III

March 5, 2019
Bill #: 345587
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending February 28, 2019:

Client.Matter: P1703 - 801

RE: 17-00151-LTS PEAJE INVESTMENT, LLC V. PR HTA ET AL-CGB

Total Professional Services	\$ 296.00
VOLUME DISCOUNT	<u>\$ -29.60</u>
Net Professional Services	\$ 266.40
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 266.40

O'NEILL & BORGES LLC

2302 AVE MONTEPEÑER, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

Client.Matter: P1703 . 801

RE: 17-00151-LTS PEAJE INVESTMENT, LLC V. PR HTA ET AL-CGB

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
2/08/19	HDB	209	Revise draft Joint Status Report in 17-AP-151	.30	305.00	91.50
2/11/19	HDB	209	Revise updated status report. (.10) Review e-mail from Rappaport regarding timing for filing. (.10) Draft e-mail to L. Rappaport in response to related follow-up query. (.10)	.30	305.00	91.50
2/14/19	HDB	206	Review e-mail from L. Rappaport regarding filing the Joint Status Report.	.20	305.00	61.00
2/14/19	DJP	206	File the Joint Status Report in response to Court order, through the Court's electronic filing system in case 17-151.	.20	190.00	38.00
2/14/19	MMB	219	Docket court notice received by email dated February 14, 2019, regarding order dkt. 284 setting deadline to file status report - H. Bauer, U. Fernandez, D. Pérez.	.10	140.00	14.00

TOTAL PROFESSIONAL SERVICES \$ 296.00

VOLUME DISCOUNT \$ -29.60

NET PROFESSIONAL SERVICES: \$ 266.40

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
HERMANN BAUER	.80	305.00	244.00
DANIEL J. PEREZ REFOJOS	.20	190.00	38.00
MILAGROS MARCANO BAEZ	.10	140.00	14.00
Total	1.10		\$ 296.00

Bill #: 345587

March 5, 2019

TOTAL THIS INVOICE

\$ 266.40

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

-----X

In re: PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of Case No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.* (Jointly Administered)

Debtors.¹

-----X

In re: PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of Case No. 17 BK 3567-LTS

PUERTO RICO HIGHWAYS & TRANSPORTATION
AUTHORITY,

Debtor.

-----X

**COVER SHEET TO TWENTY-THIRD MONTHLY FEE APPLICATION OF
O'NEILL & BORGES LLC FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS TO
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO
RICO, AS REPRESENTATIVE OF DEBTOR, PUERTO RICO HIGHWAYS &
TRANSPORTATION AUTHORITY FOR THE PERIOD OF
MARCH 1, 2019 THROUGH MARCH 31, 2019**

¹ The Debtors in these Title III Cases, along with each Debtor's respective title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four (4) Digits of Federal Tax ID: 3747).

Name of applicant	O'Neill & Borges LLC ("O&B")
Authorized to provide professional services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to PROMESA Section 315(b)
Time period covered by this application:	March 1, 2019 through March 31, 2019
Amount of compensation sought as actual, reasonable and necessary:	\$754.20
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$0.00
Total amount for this invoice:	\$754.20

This is a: X monthly ___ interim ___ final application

This is O&B's twenty-third monthly fee application in these cases.

Principal Certification

I hereby authorize the submission of this Monthly Fee Statement for March 2019.

/s/ Jaime A. El Koury

Jaime A. El Koury

General Counsel to the Financial Oversight and
Management Board for Puerto Rico

On June 27th, 2019 sent to:

Counsel for the Oversight Board:

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Carolina Velaz-Rivero, Esq., cvelaz@mpmlawpr.com

Office of the United States Trustee District of PR:

Edif. Ochoa, 500 Tanca Street, Suite 301
San Juan, PR 00901
Re: In re: Commonwealth of Puerto Rico

Counsel for the Official Committee of Unsecured Creditors:

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Alberto J.E. Añeses Negrón, Esq., aaneses@cstlawpr.com

Counsel for the Official Committee of Retired Employees:

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Attn: Katherine Stadler, KStadler@gklaw.com

<u>HTA TITLE III</u>					
<u>Summary of Legal Fees for the Period March 1 through March 31, 2019</u>					
Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Hermann D. Bauer	Member	Litigation	\$ 305.00	0.80	\$ 244.00
Ubaldo M. Fernandez	Jr. Member	Litigation	\$ 220.00	0.30	\$ 66.00
Emiliano Trigo Fritz	Jr. Member	Corporate	\$ 210.00	1.10	\$ 231.00
Paula A. Gonzalez	Associate	Litigation	\$ 180.00	0.50	\$ 90.00
Gabriel Miranda	Associate	Litigation	\$ 185.00	0.20	\$ 37.00
Daniel J. Perez Refojos	Associate	Litigation	\$ 190.00	0.50	\$ 95.00
Vanessa Sánchez	Paralegal	Litigation	\$ 150.00	0.50	\$ 75.00
	Totals			3.90	\$ 838.00
	Less: 10% Courtesy discount				\$ (83.80)
SUMMARY OF LEGAL FEES					\$ 754.20
<u>HTA TITLE III</u>					
<u>Summary of Disbursements for the Period March 1 through March 31, 2019</u>					
Description - Expenses			Amounts		
			\$		-
	Totals				\$ -
SUMMARY OF DISBURSEMENTS					\$ -

<u>HTA TITLE III</u>			
<u>Summary of Legal Fees for the Period March 1 through March 31, 2019</u>			
Task Code	Matter Description	Total Billed Hours	Total Fees Requested
204	Communications with Claimholders	0.30	\$ 91.50
206	Documents Filed on Behalf of the Board	0.50	\$ 95.00
207	Non-Board Court Filings	1.10	\$ 231.00
209	Adversary Proceeding	0.50	\$ 152.50
218	Employment and fee applications	0.70	\$ 127.00
224	Fee applications - O&B	0.80	\$ 141.00
			\$ 838.00
	Less: 10% Courtesy Discount		\$ (83.80)
	TOTALS	3.10	\$ 754.20

O&B requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$678.78, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$0.00) in the total amount of \$678.78.

Professional Certification

I hereby certify that no public servant of the Department of Treasury is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the authorized representatives of the Financial Oversight and Management Board for Puerto Rico. The amount of this invoice is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, O'Neill & Borges LLC does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

s/Ubaldo M. Fernández
Ubaldo M. Fernández
O'Neill & Borges LLC
250 Muñoz Rivera Ave., Ste. 800
San Juan, PR 00918-1813
Tel: (787) 282-5786
Fax: (787) 753-8944

Exhibit A

O'NEILL & BORGES LLC

FOMB IN RE HTA TITLE III

April 3, 2019
Bill #: 347301
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
March 31, 2019:

Client.Matter: P1703 - 0

RE: GENERAL

Total Professional Services	\$ 590.50
Less Discount	<u>\$ -59.05</u>
Net Professional Services	\$ 531.45
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 531.45

O'NEILL & BORGES LLC

Client.Matter: P1703 . 0
RE: GENERAL

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
3/05/19	VSN	224	As requested by U. Fernandez, review and compile December 2018 monthly fee application for HTA Title III Case No. 17-3567.	.10	150.00	15.00
3/08/19	UMF	224	Draft O&B's twentieth monthly fee application in the Title III case of the HTA.	.30	220.00	66.00
3/08/19	VSN	224	As requested by U. Fernandez, update December 2018 monthly fee application for HTA Title III Case No. 17-3567.	.40	150.00	60.00
3/18/19	GMR	218	File Fifth Interim Application of McKinsey & Company, Inc. Washington D.C. for services provided to the Financial Oversight and Management Board for Puerto Rico, as Representative of Debtors, Puerto Rico Highway and Transportation Authority, in File Fifth Interim Application of McKinsey & Company, Inc. Washington D.C. for services provided to the Financial Oversight and Management Board for Puerto Rico, as Representative of Debtors, Puerto Rico Highway and Transportation Authority, in Case No. 17-3567.	.20	185.00	37.00
3/19/19	PAG	218	File the Second Interim Fee Application of Alvarez & Marsal North America, LLC, as representative of the Puerto Rico Highways and Transportation Authority, in HTA's Title III Case No. BK 3567-LTS.	.30	180.00	54.00
3/19/19	PAG	218	File the Notice of Filing of the Second Interim Fee Application of Alvarez & Marsal North America, LLC, as representative of the Puerto Rico Highways and Transportation Authority, in HTA's Title III Case No. BK 3567-LTS.	.20	180.00	36.00
3/25/19	HDB	204	Draft letter to Gilberto A. Cordero Solivan in response to his February 7, 2019 Letter.	.30	305.00	91.50

Bill #: 347301

April 3, 2019

3/26/19	ETF	207	Review First Circuit Opinion regarding monolines complaint related to HTA special revenues.	1.10	210.00	231.00
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TOTAL PROFESSIONAL SERVICES	\$ 590.50
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Less Discount	<u>\$ -59.05</u>
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NET PROFESSIONAL SERVICES:	\$ 531.45
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SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
HERMANN BAUER	.30	305.00	91.50
UBALDO M. FERNANDEZ BARRERA	.30	220.00	66.00
EMILIANO TRIGO FRITZ	1.10	210.00	231.00
PAULA A. GONZALEZ MONTALVO	.50	180.00	90.00
GABRIEL MIRANDA RIVERA	.20	185.00	37.00
VANESSA SANCHEZ	.50	150.00	75.00
Total	2.90		\$ 590.50

TOTAL THIS INVOICE

\$ 531.45

O'NEILL & BORGES LLC

FOMB IN RE HTA TITLE III

April 3, 2019
Bill #: 347302
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
March 31, 2019:

Client.Matter: P1703 - 801

RE: 17-00151-LTS PEAJE INVESTMENT, LLC V. PR HTA ET AL-CGB

Total Professional Services	\$ 247.50
VOLUME DISCOUNT	<u>\$ -24.75</u>
Net Professional Services	\$ 222.75
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 222.75

O'NEILL & BORGES LLC

Client.Matter: P1703 . 801

RE: 17-00151-LTS PEAJE INVESTMENT, LLC V. PR HTA ET AL-CGB

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
3/18/19	HDB	209	Revise draft status report.	.30	305.00	91.50
3/26/19	HDB	209	Revise updated status report incorporating First on 17-00151 and related case Circuit Decisions relating to Peaje's claims.	.20	305.00	61.00
3/28/19	DJP	206	Analyze joint status report in compliance with court order, in anticipation of its filing.	.30	190.00	57.00
3/28/19	DJP	206	Assist in the filing of the joint status report of the Peaje claims in compliance with court order.	.20	190.00	38.00

TOTAL PROFESSIONAL SERVICES \$ 247.50

VOLUME DISCOUNT \$ -24.75

NET PROFESSIONAL SERVICES: \$ 222.75

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
HERMANN BAUER	.50	305.00	152.50
DANIEL J. PEREZ REFOJOS	.50	190.00	95.00
Total	1.00		\$ 247.50

TOTAL THIS INVOICE

\$ 222.75

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

-----X

In re: PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of Case No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.* (Jointly Administered)

Debtors.¹

-----X

In re: PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of Case No. 17 BK 3567-LTS

PUERTO RICO HIGHWAYS & TRANSPORTATION
AUTHORITY,

Debtor.

-----X

**COVER SHEET TO TWENTY-FOURTH MONTHLY FEE APPLICATION OF
O'NEILL & BORGES LLC FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS TO
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO
RICO, AS REPRESENTATIVE OF DEBTOR, PUERTO RICO HIGHWAYS &
TRANSPORTATION AUTHORITY, FOR THE PERIOD OF
APRIL 1, 2019 THROUGH APRIL 30, 2019**

¹ The Debtors in these Title III Cases, along with each Debtor's respective title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four (4) Digits of Federal Tax ID: 3747).

Name of applicant	O'Neill & Borges LLC ("O&B")
Authorized to provide professional services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to PROMESA Section 315(b)
Time period covered by this application:	April 1, 2019 through April 30, 2019
Amount of compensation sought as actual, reasonable and necessary:	\$1,778.85
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$120.00
Total amount for this invoice:	\$1,898.85

This is a: X monthly ___ interim ___ final application

This is O&B's twenty-fourth monthly fee application in these cases.

Principal Certification

I hereby authorize the submission of this Monthly Fee Statement for April 2019.

/s/ Jaime A. El Koury

Jaime A. El Koury

General Counsel to the Financial Oversight and
Management Board for Puerto Rico

On June 28th, 2019 sent to:

Counsel for the Oversight Board:

Proskauer Rose LLP
Eleven Times Square
New York, NY 10036
Attn: Martin J. Bienenstock, Esq.,
mbienenstock@proskauer.com
Ehud Barak, Esq., ebarak@proskauer.com

Proskauer Rose LLP
70 West Madison Street, Chicago, IL 60602
Attn: Paul V. Possinger, Esq.,
ppossinger@proskauer.com

Counsel for AAFAF:

O'Melveny & Myers LLP
Times Square Tower, 7 Times Square
New York, NY 10036
Attn: John J. Rapisardi, Esq., jrapisardi@omm.com
Suzanne Uhlund, Esq., suhland@omm.com
Diana M. Pérez, Esq., dperez@omm.com

Counsel for PR Fiscal Agency and Financial Advisory Authority:

Marini Pietrantoni Muñoz LLC
MCS Plaza Suite 500, 255 Ponce de León Ave.
San Juan, PR 00917
Attn: Luis C. Marini-Biaggi, Esq.,
lmardini@mpmlawpr.com
Carolina Velaz-Rivero, Esq., cvelaz@mpmlawpr.com

Office of the United States Trustee District of PR:

Edif. Ochoa, 500 Tanca Street, Suite 301
San Juan, PR 00901
Re: In re: Commonwealth of Puerto Rico

Counsel for the Official Committee of Unsecured Creditors:

Paul Hastings LLP
200 Park Avenue
New York, NY 10166
Attn: Luc. A. Despina, Esq.,
lucdespins@paulhastings.com

Casillas, Santiago & Torres, LLC
El Caribe Office Building, 53 Palmeras Street, Suite 1601
San Juan, PR 00901-2419
Attn: Juan J. Casillas Ayala, Esq.,
jcasillas@cstlawpr.com
Alberto J.E. Añeses Negrón, Esq., aaneses@cstlawpr.com

Counsel for the Official Committee of Retired Employees:

Bennazar, García & Millian, C.S.P.
Edificio Union Plaza, PH-A Piso 18, 416 Ave. Ponce de León
Hato Rey, PR 00918
Attn: A.J. Bennazar-Zequeira, Esq., ajb@bennazar.org

Jenner & Block LLP
919 Third Ave
New York NY 10022
Attn: Robert Gordon, Esq., rgordong@jenner.com
Richard Levin, Esq., rlevin@jenner.com

Jenner & Block LLP
353 N. Clark Street
Chicago, IL 60654
Attn: Catherine Steege, Esq., csteeg@jenner.com
Melissa Root, Esq., mroot@jenner.com

PR Department of Treasury:

PO Box 9024140
San Juan, PR 00902-4140
Attn: Reylam Guerra Goderich, Deputy Assistant of
Central Accounting, Reylam.Guerra@hacienda.pr.gov
Omar E. Rodríguez-Pérez, CPA, Assistant
Secretary of Central Accounting,
Rodriguez.Omar@hacienda.pr.gov
Angel L. Pantoja-Rodríguez Deputy Assistant Secretary
of Internal Revenue and Tax Policy
angel.pantoja@hacienda.pr.gov
Francisco Parés-Alicea, Assistant Secretary of Internal
Revenue and Tax Policy,
Francisco.pares@hacienda.pr.gov
Francisco Pena Montanez, CPA, Assistant Secretary of
the Treasury, Francisco.Pena@hacienda.pr.gov

Counsel for the Fee Examiner:

EDGE Legal Strategies, PSC
252 Ponce de León Av, Citibank Tower, 12th Floor
San Juan, PR 00918
Attn: Eyck O. Lugo, Esq., elugo@edgelegalpr.com

Godfrey & Kahn, S.C.
Onee East Main Street, Suite 500
Madison, WI 53703
Attn: Katherine Stadler, KStadler@gklaw.com

<u>HTA TITLE III</u>					
<u>Summary of Legal Fees for the Period April 1 through April 30, 2019</u>					
Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Hermann D. Bauer	Member	Litigation	\$ 305.00	1.80	\$ 549.00
Ubaldo M. Fernandez	Jr. Member	Litigation	\$ 220.00	0.30	\$ 66.00
Emiliano Trigo Fritz	Jr. Member	Corporate	\$ 210.00	1.60	\$ 336.00
Gabriel Miranda Rivera	Associate	Litigation	\$ 185.00	2.50	\$ 462.50
Daniel J. Perez Refojos	Associate	Litigation	\$ 190.00	1.60	\$ 304.00
María M. Amaro	Paralegal	Corporate	\$ 145.00	1.40	\$ 203.00
Milagros Marcano Baez	Paralegal	Litigation	\$ 140.00	0.40	\$ 56.00
	Totals			9.60	\$ 1,976.50
	Less: 10% Courtesy discount				\$ (197.65)
SUMMARY OF LEGAL FEES					\$ 1,778.85
<u>HTA TITLE III</u>					
<u>Summary of Disbursements for the Period April 1 through April 30, 2019</u>					
Description - Expenses			Amounts		
UCC Search in the Department of State- Highways and Transportation Authority of Puerto Rico.			\$		120.00
	Totals				\$ 120.00
SUMMARY OF DISBURSEMENTS					\$ 120.00

<u>HTA TITLE III</u>					
<u>Summary of Legal Fees for the Period April 1 through April 30, 2019</u>					
Task Code	Matter Description	Total Billed Hours	Total Fees Requested		
201	Board, Members, Staff, Advisor, Consult	1.10	\$ 231.00		
206	Documents Filed on Behalf of the Board	2.50	\$ 550.00		
209	Adversary Proceeding	0.50	\$ 152.50		
210	Analysis and Strategy	2.50	\$ 462.50		
215	Plan of Adjustment and Disclosure	1.60	\$ 245.00		
219	Docketing	0.40	\$ 56.00		
222	Claims and Claims Objections	0.70	\$ 213.50		
224	Fee applications - O&B	0.30	\$ 66.00		
			\$ 1,976.50		
	Less: 10% Courtesy Discount		\$ (197.65)		
	TOTALS	9.60	\$ 1,778.85		

O&B requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$1,600.97, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$120.00) in the total amount of \$1,720.97.

Professional Certification

I hereby certify that no public servant of the Department of Treasury is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the authorized representatives of the Financial Oversight and Management Board for Puerto Rico. The amount of this invoice is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, O'Neill & Borges LLC does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

s/Ubaldo M. Fernández
Ubaldo M. Fernández
O'Neill & Borges LLC
250 Muñoz Rivera Ave., Ste. 800
San Juan, PR 00918-1813
Tel: (787) 282-5786
Fax: (787) 753-8944

Exhibit A

IN ACCOUNT WITH

2850 AVE MUNOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

FOMB IN RE HTA TITLE III

May 3, 2019
Bill #: 349305
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
April 30, 2019:

Client.Matter: P1703 - 0

RE: GENERAL

Total Professional Services	\$ 1,494.00
Less Discount	<u>\$ -149.40</u>
Net Professional Services	\$ 1,344.60
Total Reimbursable Expenses	<u>\$ 120.00</u>
TOTAL THIS INVOICE	\$ 1,464.60

IN ACCOUNT WITH

250 ZAVALLONE DRIVE, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

Client.Matter: P1703 . 0
RE: GENERAL

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
4/01/19	UMF	224	Draft twenty-first monthly fee application of O&B in Title III Case of HTA for January 2019.	.30	220.00	66.00
4/04/19	HDB	206	Revise and sign off draft Stipulation to Toll Statute of Limitations between the CW and HTA. (.30) Draft e-mail to B. Rosen regarding the same. (.10)	.40	305.00	122.00
4/04/19	ETF	215	Coordinate with M. Amaro request lien searches for HTA.	.20	210.00	42.00
4/04/19	ETF	206	Tel. conf. with B. Rosen regarding HTA stipulation. (.10) Review such stipulation. (.10) Email Proskauer regarding same. (.10)	.30	210.00	63.00
4/05/19	MMB	219	Docket court notice received by email dated April 5, 2019, regarding order dkt. 545 setting briefing schedule on urgent motion dkt. 544 for entry of order approving stipulation between Commonwealth of PR and HTA regarding tolling of statute of limitations - H. Bauer, U. Fernandez, D. Pérez.	.10	140.00	14.00
4/05/19	MMA	215	Due diligence to search for liens in the Department of State of Autoridad de Carreteras y Transportación de Puerto Rico, Autoridad de Carreteras y Transportación, Puerto Rico Highways and Transportation Authority, Puerto Rico Highway and Transportation Authority, Highways and Transportation Authority and Highway and Transportation Authority, as request by E. Trigo.	1.40	145.00	203.00
4/12/19	HDB	222	Revise draft twenty-second omnibus objection to seven) subsequently amended and superseded proofs of claim filed against HTA.	.30	305.00	91.50

Bill #: 349305

May 3, 2019

4/12/19	MMB	219	Docket court notice received by email dated April 11, 2019, regarding order dkt. 549 setting briefing schedule on motion dkt. 544 for entry of order to approve stipulation - H. Bauer, U. Fernandez, D. Pérez.	.10	140.00	14.00
4/15/19	HDB	222	Revise and sign-off for filing thirty-first omnibus objection, and supporting documents, to the twenty-three exact duplicate proofs of claim.	.40	305.00	122.00
4/15/19	GMR	210	Edit translation of Twenty-Second Omnibus Objection (Non-Substantive) of the Puerto Rico Highways and Transportation Authority to Subsequently Amended Claims.	1.20	185.00	222.00
4/15/19	GMR	210	Edit translation of Thirty-First Omnibus Objection (Non-Substantive) of the Puerto Rico Highways and Transportation Authority to Exact Duplicate Claims.	1.30	185.00	240.50
4/17/19	DJP	206	Analyze the Urgent Unopposed Motion to Extend Movants' Time to Reply to Objections to Urgent Motion for Entry of an Order Approving Stipulation Between the Commonwealth of Puerto Rico and the Puerto Rico Highways and Transportation Authority Regarding the Tolling of Statute of Limitations, in anticipation of its filing.	.40	190.00	76.00
4/17/19	DJP	206	Analyze the proposed order to be filed together with the Urgent Unopposed Motion to Extend Movants' Time to Reply to Objections to Urgent Motion for Entry of an Order Approving Stipulation Between the Commonwealth of Puerto Rico and the Puerto Rico Highways and Transportation Authority Regarding the Tolling of Statute of Limitations.	.20	190.00	38.00
4/17/19	DJP	206	File the Urgent Unopposed Motion to Extend Movants' Time to Reply to Objections to Urgent Motion for Entry of an Order Approving Stipulation Between the Commonwealth of Puerto Rico and the Puerto Rico Highways and Transportation Authority Regarding the Tolling of Statute of Limitations, through the court's electronic filing system.	.20	190.00	38.00

Bill #: 349305

May 3, 2019

4/17/19	DJP	206	Draft email to Prime Clerk LLC requesting service of the Urgent Unopposed Motion to Extend Movants' Time to Reply to Objections to Urgent Motion for Entry of an Order Approving Stipulation Between the Commonwealth of Puerto Rico and the Puerto Rico Highways and Transportation Authority Regarding the Tolling of Statute of Limitations.	.20	190.00	38.00
4/17/19	DJP	206	Draft email to presiding judge attaching stamped version of the Urgent Unopposed Motion to Extend Movants' Time to Reply to Objections to Urgent Motion for Entry of an Order Approving Stipulation Between the Commonwealth of Puerto Rico and the Puerto Rico Highways and Transportation Authority Regarding the Tolling of Statute of Limitations.	.20	190.00	38.00
4/17/19	DJP	206	Analyze order granting the Urgent motion for Entry of an Order Approving Stipulation Between the Commonwealth of Puerto Rico and the Puerto Rico Highways and Transportation Authority Regarding the Tolling of Statute of Limitations.	.20	190.00	38.00
4/18/19	MMB	219	Docket court notice received by email dated April 17, 2019, regarding order dkt. 554 granting dkt. 553 urgent unopposed motion to extend Movants' time to reply to objections - H. Bauer, U. Fernandez, D. Pérez.	.10	140.00	14.00
4/22/19	MMB	219	Docket court notice received by email dated April 22, 2019, regarding order dkt. 556 granting consented urgent motion for extension of deadlines dkt. 544 - H. Bauer, U. Fernandez, D. Pérez.	.10	140.00	14.00

TOTAL PROFESSIONAL SERVICES	\$ 1,494.00
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Less Discount	<u>\$ -149.40</u>
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NET PROFESSIONAL SERVICES:	\$ 1,344.60
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SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
HERMANN BAUER	1.10	305.00	335.50
UBALDO M. FERNANDEZ BARRERA	.30	220.00	66.00
EMILIANO TRIGO FRITZ	.50	210.00	105.00
DANIEL J. PEREZ REFOJOS	1.40	190.00	266.00

CONFIDENTIAL-ATTORNEY WORK PRODUCT/ATTORNEY/CLIENT PRIVILEGE

Bill #: 349305

May 3, 2019

GABRIEL MIRANDA RIVERA	2.50	185.00	462.50
MILAGROS MARCANO BAEZ	.40	140.00	56.00
MARIA M. AMARO	1.40	145.00	203.00
Total	7.60		\$ 1,494.00

EXPENSES

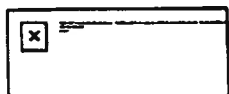
Date	Description	Amount
4/12/19	SEARCH IN THE DEPARTMENT OF STATE-AUTORIDAD DE CARRETERAS Y TRANSPORTACION DE PUERTO RICO-MMA	20.00
4/12/19	SEARCH IN THE DEPARTMENT OF STATE-AUTORIDAD DE CARRETERAS Y TRANSPORTACION- MMA	20.00
4/12/19	SEARCH IN THE DEPARTMENT OF STATE-PUERTO RICO HIGHWAYS AND TRANSPORTATION AUTHORITY-MMA	20.00
4/12/19	SEARCH IN THE DEPARTMENT OF STATE-PUERTO RICO HIGHWAY AND TRANSPORTATION AUTHORITY-MMA	20.00
4/12/19	SEARCH IN THE DEPARTMENT OF STATE-HIGHWAYS AND TRANSPORTATION AUTHORITY-MMA	20.00
4/12/19	SEARCH IN THE DEPARTMENT OF STATE-HIGHWAYS AND TRANSPORTATION AUTHORITY-MMA	20.00

TOTAL REIMBURSABLE EXPENSES \$ 120.00

TOTAL THIS INVOICE \$ 1,464.60

Maria M. Amaro Santiago

From: service@paypal.com
Sent: Friday, April 05, 2019 11:09 AM
To: Maria M. Amaro Santiago
Subject: Receipt for Your Payment to Foster Moore US, LLC



Apr 5, 2019 08:08:48 PDT
Transaction ID: 4RK35551D12124507

Hello Maria M Amaro,

You sent a payment of \$20.00 USD to Foster Moore US, LLC
(fmus-prucc@fostermore.com)

It may take a few moments for this transaction to appear in your account.

Merchant

Foster Moore US, LLC
fmus-prucc@fostermore.com
787-722-2121

Instructions to merchant

You haven't entered any instructions.

Shipping address - confirmed

Maria M Amaro
250 Muñoz Rivera Ave.
Suite 800
San Juan, PR 00918-1813
United States

Shipping details

The seller hasn't provided any shipping details yet.

Description	Unit price	Qty	Amount
Export Search Documents	\$20.00 USD	1	\$20.00 USD
Subtotal			\$20.00 USD
Total			\$20.00 USD
Payment			\$20.00 USD

Charge will appear on your credit card statement as "PAYPAL *PRDEPTSTATE"

Payment sent to fmus-prucc@fostermore.com

Payment sent from maria.amaro@oneillborges.com

P1703-0

E. Tm50

Maria M. Amaro Santiago

From: service@paypal.com
Sent: Friday, April 05, 2019 11:40 AM
To: Maria M. Amaro Santiago
Subject: Receipt for Your Payment to Foster Moore US, LLC



Apr 5, 2019 08:39:52 PDT
Transaction ID: 0Y044625VX644590X

Hello Maria M Amaro,

You sent a payment of \$20.00 USD to Foster Moore US, LLC
(fmus-prucc@fostermoores.com)

It may take a few moments for this transaction to appear in your account.

Merchant

Foster Moore US, LLC
fmus-prucc@fostermoores.com
787-722-2121

Instructions to merchant

You haven't entered any instructions.

Shipping address - confirmed

Maria M Amaro
250 Muñoz Rivera Ave.
Suite 800
San Juan, PR 00918-1813
United States

Shipping details

The seller hasn't provided any shipping details yet.

Description	Unit price	Qty	Amount
Export Search Documents	\$20.00 USD	1	\$20.00 USD
Subtotal			\$20.00 USD
Total			\$20.00 USD
Payment			\$20.00 USD

Charge will appear on your credit card statement as "PAYPAL *PRDEPTSTATE"

Payment sent to fmus-prucc@fostermoores.com

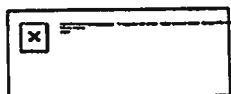
Payment sent from maria.amaro@oneillborges.com

P1703-0

E. Tn go

Maria M. Amaro Santiago

From: service@paypal.com
Sent: Friday, April 05, 2019 11:04 AM
To: Maria M. Amaro Santiago
Subject: Receipt for Your Payment to Foster Moore US, LLC



Apr 5, 2019 08:03:26 PDT
Transaction ID: 6MJ02693D6692113X

Hello Maria M Amaro,

You sent a payment of \$20.00 USD to Foster Moore US, LLC
(fmus-prucc@fostermoores.com)

It may take a few moments for this transaction to appear in your account.

Merchant

Foster Moore US, LLC
fmus-prucc@fostermoores.com
787-722-2121

Instructions to merchant

You haven't entered any instructions.

Shipping address - confirmed

Maria M Amaro
250 Muñoz Rivera Ave.
Suite 800
San Juan, PR 00918-1813
United States

Shipping details

The seller hasn't provided any shipping details yet.

Description	Unit price	Qty	Amount
Export Search Documents	\$20.00 USD	1	\$20.00 USD
Subtotal			\$20.00 USD
Total			\$20.00 USD
Payment			\$20.00 USD

Charge will appear on your credit card statement as "PAYPAL *PRDEPTSTATE"

Payment sent to fmus-prucc@fostermoores.com

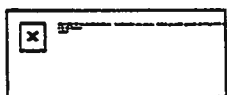
Payment sent from maria.amaro@oneillborges.com

P1703-0

E. Trigo

Maria M. Amaro Santiago

From: service@paypal.com
Sent: Friday, April 05, 2019 10:33 AM
To: Maria M. Amaro Santiago
Subject: Receipt for Your Payment to Foster Moore US, LLC



Apr 5, 2019 07:32:44 PDT
Transaction ID: 34K9619832939980K

Hello Maria M Amaro,

You sent a payment of \$20.00 USD to Foster Moore US, LLC
(fmus-prucc@fostermoores.com)

It may take a few moments for this transaction to appear in your account.

Merchant

Foster Moore US, LLC
fmus-prucc@fostermoores.com
787-722-2121

Instructions to merchant

You haven't entered any instructions.

Shipping address - confirmed

Maria M Amaro
250 Muñoz Rivera Ave.
Suite 800
San Juan, PR 00918-1813
United States

Shipping details

The seller hasn't provided any shipping details yet.

Description	Unit price	Qty	Amount
Export Search Documents	\$20.00 USD	1	\$20.00 USD
Subtotal			\$20.00 USD
Total			\$20.00 USD
Payment			\$20.00 USD

Charge will appear on your credit card statement as "PAYPAL *PRDEPTSTATE"

Payment sent to fmus-prucc@fostermoores.com

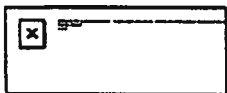
Payment sent from maria.amaro@oneillborges.com

P1703-0

E. Trigo

Maria M. Amaro Santiago

From: service@paypal.com
Sent: Friday, April 05, 2019 10:56 AM
To: Maria M. Amaro Santiago
Subject: Receipt for Your Payment to Foster Moore US, LLC



Apr 5, 2019 07:55:16 PDT
Transaction ID: 0XV67252M722 28456

Hello Maria M Amaro,

You sent a payment of \$20.00 USD to Foster Moore US, LLC
(fmus-prucc@fostermoores.com)

It may take a few moments for this transaction to appear in your account.

Merchant
Foster Moore US, LLC
fmus-prucc@fostermoores.com
787-722-2121

Instructions to merchant
You haven't entered any instructions.

Shipping address - confirmed
Maria M Amaro
250 Muñoz Rivera Ave.
Suite 800
San Juan, PR 00918-1813
United States

Shipping details
The seller hasn't provided any shipping details yet.

Description	Unit price	Qty	Amount
Export Search Documents	\$20.00 USD	1	\$20.00 USD
Subtotal			\$20.00 USD
Total			\$20.00 USD
Payment			\$20.00 USD

Charge will appear on your credit card statement as "PAYPAL *PRDEPTSTATE"

Payment sent to fmus-prucc@fostermoores.com

Payment sent from maria.amaro@oneillborges.com

P1703-0

E. Tingo

O'NEILL & BORGES LLC

FOMB IN RE HTA TITLE III

May 3, 2019
Bill #: 349306
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
April 30, 2019:

Client.Matter: P1703 - 2

RE: FISCAL PLAN

Total Professional Services	\$ 231.00
VOLUME DISCOUNT	<u>\$ -23.10</u>
Net Professional Services	\$ 207.90
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 207.90

IN ACCOUNT WITH

2550 AVE. MUNICIPIO RIVERA SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

Client.Matter: P1703 . 2
RE: FISCAL PLAN

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
4/29/19	ETF	201	Edit Notice of Violation regarding HTA fiscal plan.	1.10	210.00	231.00

TOTAL PROFESSIONAL SERVICES \$ 231.00

VOLUME DISCOUNT \$ -23.10

NET PROFESSIONAL SERVICES: \$ 207.90

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
EMILIANO TRIGO FRITZ	1.10	210.00	231.00
Total	1.10		\$ 231.00

TOTAL THIS INVOICE

\$ 207.90

IN ACCOUNT WITH

2800 AVE MUNOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

FOMB IN RE HTA TITLE III

May 3, 2019
Bill #: 349307
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
April 30, 2019:

Client.Matter: P1703 - 801

RE: 17-00151-LTS PEAJE INVESTMENT, LLC V. PR HTA ET AL-CGB

Total Professional Services	\$ 251.50
VOLUME DISCOUNT	<u>\$ -25.15</u>
Net Professional Services	\$ 226.35
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 226.35

O'NEILL & BORGES LLC

Client.Matter: P1703 . 801

RE: 17-00151-LTS PEAJE INVESTMENT, LLC V. PR HTA ET AL-CGB

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
4/22/19	HDB	209	Revise draft status report in 17-00151.	.30	305.00	91.50
4/23/19	HDB	209	Review comments to draft joint status report in 17-00151.	.20	305.00	61.00
4/29/19	HDB	206	Revise and sign-off for filing of updated Joint Status Report in 17-00151.	.20	305.00	61.00
4/29/19	DJP	206	File the joint status report, through the court's electronic filing system in case 17-151.	.20	190.00	38.00

TOTAL PROFESSIONAL SERVICES \$ 251.50

VOLUME DISCOUNT \$ -25.15

NET PROFESSIONAL SERVICES: \$ 226.35

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
HERMANN BAUER	.70	305.00	213.50
DANIEL J. PEREZ REFOJOS	.20	190.00	38.00
Total	.90		\$ 251.50

TOTAL THIS INVOICE

\$ 226.35

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

-----X

In re:	PROMESA
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,	Title III
as representative of	Case No. 17 BK 3283-LTS
THE COMMONWEALTH OF PUERTO RICO, <i>et al.</i>	(Jointly Administered)
Debtors. ¹	

-----X

In re:	PROMESA
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,	Title III
as representative of	Case No. 17 BK 3567-LTS
PUERTO RICO HIGHWAYS & TRANSPORTATION AUTHORITY,	
Debtor.	

-----X

**COVER SHEET TO TWENTY-FIFTH MONTHLY FEE APPLICATION OF
O'NEILL & BORGES LLC FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS TO
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO
RICO, AS REPRESENTATIVE OF DEBTOR, PUERTO RICO HIGHWAYS &
TRANSPORTATION AUTHORITY, FOR THE PERIOD OF
MAY 1, 2019 THROUGH MAY 31, 2019**

¹ The Debtors in these Title III Cases, along with each Debtor's respective title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four (4) Digits of Federal Tax ID: 3747).

Name of applicant	O'Neill & Borges LLC ("O&B")
Authorized to provide professional services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to PROMESA Section 315(b)

Time period covered by this application:	May 1, 2019 through May 31, 2019
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Amount of compensation sought as actual, reasonable and necessary:	\$2,409.30
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Amount of expense reimbursement sought as actual, reasonable and necessary:	\$0.00
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Total amount for this invoice:	\$2,409.30
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This is a: X monthly ___ interim ___ final application

This is O&B's twenty-fifth monthly fee application in these cases.

Principal Certification

I hereby authorize the submission of this Monthly Fee Statement for May 2019.

/s/ Jaime A. El Koury

Jaime A. El Koury

General Counsel to the Financial Oversight and
Management Board for Puerto Rico

On August 9th, 2019 sent to:

Counsel for the Oversight Board:

Proskauer Rose LLP
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mbienenstock@proskauer.com
Ehud Barak, Esq., ebarak@proskauer.com

Proskauer Rose LLP
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Attn: Paul V. Possinger, Esq.,
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Counsel for AAFAF:

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Suzanne Uhland, Esq., suhland@omm.com
Diana M. Pérez, Esq., dperez@omm.com

**Counsel for PR Fiscal Agency and Financial
Advisory Authority:**

Marini Pietrantonio Muñoz LLC
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San Juan, PR 00917
Attn: Luis C. Marini-Biaggi, Esq.,
lmardini@mpmlawpr.com
Carolina Velaz-Rivero, Esq., cvelaz@mpmlawpr.com

Office of the United States Trustee District of PR:

Edif. Ochoa, 500 Tanca Street, Suite 301
San Juan, PR 00901
Re: In re: Commonwealth of Puerto Rico

**Counsel for the Official Committee of Unsecured
Creditors:**

Paul Hastings LLP
200 Park Avenue
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lucdespins@paulhastings.com

Casillas, Santiago & Torres, LLC
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San Juan, PR 00901-2419
Attn: Juan J. Casillas Ayala, Esq.,
jcasillas@cstlawpr.com
Alberto J.E. Añeses Negrón, Esq.,
aaneses@cstlawpr.com

**Counsel for the Official Committee of Retired
Employees:**

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Hato Rey, PR 00918
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Attn: Robert Gordon, Esq., rgordong@jenner.com
Richard Levin, Esq., rlevin@jenner.com

Jenner & Block LLP
353 N. Clark Street
Chicago, IL 60654
Attn: Catherine Steege, Esq., csteegen@jenner.com
Melissa Root, Esq., mroot@jenner.com

PR Department of Treasury:

PO Box 9024140
San Juan, PR 00902-4140
Attn: Reylam Guerra Goderich, Deputy Assistant of
Central Accounting, Reylam.Guerra@hacienda.pr.gov
Omar E. Rodríguez-Pérez, CPA, Assistant
Secretary of Central Accounting,
Rodriguez.Omar@hacienda.pr.gov
Angel L. Pantoja-Rodríguez Deputy Assistant Secretary
of Internal Revenue and Tax Policy
angel.pantoja@hacienda.pr.gov
Francisco Parés-Alicea, Assistant Secretary of Internal
Revenue and Tax Policy,
Francisco.pares@hacienda.pr.gov
Francisco Pena Montanez, CPA, Assistant Secretary of
the Treasury, Francisco.Pena@hacienda.pr.gov

Counsel for the Fee Examiner:

EDGE Legal Strategies, PSC
252 Ponce de León Av, Citibank Tower, 12th Floor
San Juan, PR 00918
Attn: Eyck O. Lugo, Esq., elugo@edgelegalpr.com

Godfrey & Kahn, S.C.
Onee East Main Street, Suite 500
Madison, WI 53703
Attn: Katherine Stadler, KStadler@gklaw.com

<u>HTA TITLE III</u>					
<u>Summary of Legal Fees for the Period May 1 through May 31, 2019</u>					
Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Hermann D. Bauer	Member	Litigation	\$ 305.00	2.60	\$ 793.00
Julio Pietrantoni	Member	Corporate	\$ 355.00	3.20	\$ 1,136.00
Ubaldo M. Fernandez	Jr. Member	Litigation	\$ 220.00	0.60	\$ 132.00
Emiliano Trigo Fritz	Jr. Member	Corporate	\$ 210.00	1.60	\$ 336.00
Daniel J. Perez Refojos	Associate	Litigation	\$ 190.00	1.40	\$ 266.00
Milagros Marcano Baez	Paralegal	Litigation	\$ 140.00	0.10	\$ 14.00
	Totals			9.50	\$ 2,677.00
	Less: 10% Courtesy discount				\$ (267.70)
SUMMARY OF LEGAL FEES					\$ 2,409.30
<u>HTA TITLE III</u>					
<u>Summary of Disbursements for the Period May 1 through May 31, 2019</u>					
Description - Expenses			Amounts		
			\$ -		
	Totals				\$ -
SUMMARY OF DISBURSEMENTS					\$ -

		<u>HTA TITLE III</u>					
		<u>Summary of Legal Fees for the Period May 1 through May 31, 2019</u>					
		Task Code	Matter Description	Total Billed Hours	Total Fees Requested		
		203	Hearings and nonfield comm with court	0.30	\$ 91.50		
		206	Documents Filed on Behalf of the Board	2.10	\$ 479.50		
		207	Non Board Court Filings	0.20	\$ 61.00		
		208	Stay Matters	0.30	\$ 91.50		
		209	Adversary Proceeding	4.30	\$ 1,471.50		
		211	Budgeting	1.60	\$ 336.00		
		219	Docketing	0.10	\$ 14.00		
		224	Fee applications - O&B	0.60	\$ 132.00		
					\$ 2,677.00		
			Less: 10% Courtesy Discount		\$ (267.70)		
			TOTALS	9.50	\$ 2,409.30		

O&B requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$2,168.37, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$0.00) in the total amount of \$2,168.37.

Professional Certification

I hereby certify that no public servant of the Department of Treasury is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the authorized representatives of the Financial Oversight and Management Board for Puerto Rico. The amount of this invoice is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, O'Neill & Borges LLC does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

s/Ubaldo M. Fernández
Ubaldo M. Fernández
O'Neill & Borges LLC
250 Muñoz Rivera Ave., Ste. 800
San Juan, PR 00918-1813
Tel: (787) 282-5786
Fax: (787) 753-8944

Exhibit A

250 AVE MUNOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

FOMB IN RE HTA TITLE III

June 5, 2019
Bill #: 351505
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
May 31, 2019:

Client.Matter: P1703 - 0

RE: GENERAL

Total Professional Services	\$ 2,327.00
Less Discount	<u>\$ -232.70</u>
Net Professional Services	\$ 2,094.30
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 2,094.30

O'NEILL & BORGES LLC

Client.Matter: P1703 . 0
RE: GENERAL

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
5/08/19	HDB	206	Analyze Urgent Joint Motion for Expedited Consideration of Urgent Joint Motion for Entry of Order Approving Stipulation and Agreed Order by and Among Financial Oversight and Management Board, Its Special Claims Committee, and Official Committee of Unsecured Creditors Related to Joint Prosecution of Certain Causes of Action of Puerto Rico Highways and Transportation Authority and Employees Retirement System of the Government of the Commonwealth of Puerto Rico.	.30	305.00	91.50
5/09/19	HDB	207	Review Objection of Ambac Assurance Corporation, National Public Finance Guarantee Corporation, Assured Guaranty Corp., Assured Guaranty Municipal Corp., and Financial Guaranty Insurance Company to the Urgent Joint Motion for Expedited Consideration of Urgent Joint Motion for Entry of Order Approving Stipulation and Agreed Order by and Among Financial Oversight and Management Board, its Special Claims Committee, and Official Committee of Unsecured Creditors Related to Joint Prosecution of Certain Causes of Action of Puerto Rico Highways and Transportation Authority and Employees Retirement System of the Government of the Commonwealth of Puerto Rico.	.20	305.00	61.00
5/13/19	JP	209	Analyze legal scope of liens in favor of HTA bondholders and applicable funds covered by the same vis-a-vis HTA's rights to receive such funds.	1.80	355.00	639.00
5/13/19	JP	209	Review FOMB complaint challenging liens in favor of HTA bondholders to the extent they cover funds not held by fiscal agent.	1.40	355.00	497.00

Bill #: 351505

June 5, 2019

5/13/19	HDB	209	Commence review of draft complaint regarding HTA Liens.	1.10	305.00	335.50
5/14/19	HDB	206	Review Omnibus Reply of Financial Management Board, Its Special Claims Committee, and Official Committee of Unsecured Creditors in Support of Urgent Joint Motion for Entry of Order Approving Stipulation and Agreed Order Related to Joint Prosecution of Causes of Action of Puerto Rico Highways and Transportation Authority and Employees Retirement System of the Government of the Commonwealth of Puerto Rico.	.40	305.00	122.00
5/16/19	HDB	203	Review issues regarding hearing on Stipulation for Joint Prosecution of Causes of Action. (.20) Review Order Approving Stipulation and Agreed Order by and Among Financial Oversight and Management Board, Its Special Claims Committee, and Official Committee of Unsecured Creditors Related to Joint Prosecution of Certain filed by Official Committee of Unsecured Creditors. (.10)	.30	305.00	91.50
5/21/19	DJP	206	Analyze the Fifth Interim Fee Application of Proskauer Rose LLP for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Attorneys for the Financial Oversight and Management Board for Puerto Rico, as Representative of the Debtor, the Puerto Rico Highways & Transportation Authority, for the Period October 1, 2018 through January 31, 2019, in anticipation of its filing.	.40	190.00	76.00
5/21/19	DJP	206	Analyze the proposed order to be filed together with the Fifth Interim Fee Application of Proskauer Rose LLP for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Attorneys for the Financial Oversight and Management Board for Puerto Rico, as Representative of the Debtor, the Puerto Rico Highways & Transportation Authority, for the Period October 1, 2018 through January 31, 2019, in anticipation of its filing.	.20	190.00	38.00

Bill #: 351505

June 5, 2019

5/21/19	DJP	206	File the Fifth Interim Fee Application of Proskauer Rose LLP for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Attorneys for the Financial Oversight and Management Board for Puerto Rico, as Representative of the Debtor, the Puerto Rico Highways & Transportation Authority, for the Period October 1, 2018 through January 31, 2019, and supporting documents, through the court's electronic filing system.	.20	190.00	38.00
5/21/19	DJP	206	Analyze the Notice of Filing of Fifth Interim Fee Application of Proskauer Rose LLP for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Attorneys for the Financial Oversight and Management Board for Puerto Rico, as Representative of the Debtor, the Puerto Rico Highways & Transportation Authority, for the Period October 1, 2018 through January 31, 2019, in anticipation of its filing.	.30	190.00	57.00
5/21/19	DJP	206	File the Notice of Filing of Fifth Interim Fee Application of Proskauer Rose LLP for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Attorneys for the Financial Oversight and Management Board for Puerto Rico, as Representative of the Debtor, the Puerto Rico Highways & Transportation Authority, for the Period October 1, 2018 through January 31, 2019, through the court's electronic filing system.	.20	190.00	38.00
5/21/19	DJP	206	Draft email to Prime Clerk LLC requesting service of the Fifth Interim Fee Application of Proskauer Rose LLP for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Attorneys for the Financial Oversight and Management Board for Puerto Rico, as Representative of the Debtor, the Puerto Rico Highways & Transportation Authority, for the Period October 1, 2018 through January 31, 2019.	.10	190.00	19.00
5/30/19	HDB	208	Review proposed Stipulation for Payment of Claim by Fioring Vilella Garcia. (.20) Draft e-mail regarding same to Proskauer. (.10)	.30	305.00	91.50
5/31/19	UMF	224	Draft twenty-second monthly fee application for Title III case of the HTA.	.30	220.00	66.00
5/31/19	UMF	224	Draft twenty-third monthly fee application for Title III case of the HTA.	.30	220.00	66.00

Bill #: 351505

June 5, 2019

TOTAL PROFESSIONAL SERVICES \$ 2,327.00

Less Discount \$ -232.70

NET PROFESSIONAL SERVICES: \$ 2,094.30

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
JULIO PIETRANTONI	3.20	355.00	1,136.00
HERMANN BAUER	2.60	305.00	793.00
UBALDO M. FERNANDEZ BARRERA	.60	220.00	132.00
DANIEL J. PEREZ REFOJOS	1.40	190.00	266.00
Total	7.80		\$ 2,327.00

TOTAL THIS INVOICE \$ 2,094.30

O'NEILL & BORGES LLC

FOMB IN RE HTA TITLE III

June 5, 2019
Bill #: 351506
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
May 31, 2019:

Client.Matter: P1703 - 2

RE: FISCAL PLAN

Total Professional Services	\$ 336.00
VOLUME DISCOUNT	<u>\$ -33.60</u>
Net Professional Services	\$ 302.40
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 302.40

O'NEILL & BORGES LLC

Client.Matter: P1703 . 2

RE: FISCAL PLAN

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
5/30/19	ETF	211	Tel. conf. with McKinsey (Z. Jamil, R. Fakher and B. Safran) and J. Garcia regarding HTA capex funds for Fiscal Year 2020.	.40	210.00	84.00
5/30/19	ETF	211	Review J. Garcia email regarding rollover of HTA Fiscal Year 2019 funds. (.10) Email J. Garcia regarding same. (.10)	.20	210.00	42.00
5/30/19	ETF	211	Review McKinsey email regarding HTA budget decisions. (.20) Respond to N. Jaresko and McKinsey regarding creating reserve for unspent appropriations of HTA. (.20)	.40	210.00	84.00
5/31/19	ETF	211	Review McKinsey slide regarding HTA revenues. (.10) Respond to McKinsey and Proskauer comments regarding clawback revenues. (.40)	.50	210.00	105.00
5/31/19	ETF	211	Tel. conf. with J. Garcia regarding HTA clawbacks.	.10	210.00	21.00

TOTAL PROFESSIONAL SERVICES \$ 336.00

VOLUME DISCOUNT \$ -33.60

NET PROFESSIONAL SERVICES: \$ 302.40

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
EMILIANO TRIGO FRITZ	1.60	210.00	336.00
Total	1.60		\$ 336.00

Bill #: 351506

June 5, 2019

TOTAL THIS INVOICE

\$ 302.40

O'NEILL & BORGES LLC

FOMB IN RE HTA TITLE III

June 5, 2019
Bill #: 351507
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
May 31, 2019:

Client.Matter: P1703 - 801

RE: 17-00151-LTS PEAJE INVESTMENT, LLC V. PR HTA ET AL-CGB

Total Professional Services	\$ 14.00
VOLUME DISCOUNT	<u>\$ -1.40</u>
Net Professional Services	\$ 12.60
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 12.60

O'NEILL & BORGES LLC

Client.Matter: P1703 . 801

RE: 17-00151-LTS PEAJE INVESTMENT, LLC V. PR HTA ET AL-CGB

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
5/06/19	MMB	219	Docket court notice received by email dated April 29, 2019, regarding order dkt. 289 setting deadline to file joint status report - H. Bauer, U. Fernandez, D. Pérez.	.10	140.00	14.00
TOTAL PROFESSIONAL SERVICES						\$ 14.00
VOLUME DISCOUNT						\$ -1.40
NET PROFESSIONAL SERVICES:						\$ 12.60

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
MILAGROS MARCANO BAEZ	.10	140.00	14.00
Total	.10		\$ 14.00

TOTAL THIS INVOICE

\$ 12.60